

RECORDATION NO. 25626-C FILED

JUL 08 '10 -9 00 AM

SURFACETRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTENTH STREET, N.W.
SUITE 301
WASHINGTON, DC
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL: alvordlaw@aol.com

ELIAS C. ALVORD (1942)
FELIX WORTH C. ALVORD (1964)

July 9, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Termination of Lease, dated as of July 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25626

The names and addresses of the parties to the enclosed document are:

Lessor	Compass Rail VIII Corporation 750 Battery Street Suite 430 San Francisco, CA 94111
Lessee	FMC Corp. 1735 Market Street Philadelphia, PA 19103

Section Chief
July 8, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 railcars within the series FMLX 76007 - FMLX 76222 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Partial Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

✓ Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 25626-C
FILED

JUL 08 '10 -9 00 AM

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

As of July 1, 2010

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE is intended to evidence the termination of that certain RAIL CAR LEASE AGREEMENT dated as of January 21, 2005 (the "Lease") by and between COMPASS RAIL VIII CORPORATION (as successor to Compass Rail V Corporation), a California corporation with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and FMC CORP, a Delaware corporation with offices at 1735 Market Street, Philadelphia, PA 19103 ("Lessee").

Pursuant to the Lease, Lessor has leased to Lessee the one hundred seventy-six (176) covered hopper cars specified on Schedule I hereto (the "Railcars"). Documents regarding the Railcars have been previously filed with the Registrar General of Canada and the Surface Transportation Board ("STB") and assigned Recordation Nos. 25626, 25626-A and 25626-B.

This Memorandum of Partial Termination of Lease is executed for the purpose of releasing certain railcars from the Lease and any amendments thereto and is without prejudice to any other continuing rights and obligations of the parties under the Lease and any amendments thereto. This Memorandum of Partial Termination of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor has caused this Memorandum of Partial Termination of Lease to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Lessor:

Compass Rail VIII Corporation

Ben J. Assaf

By: Ben J. Assaf

Title: Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Partial Termination of Lease was signed on behalf of Compass Rail VIII Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company.

Ben J. Assaf

Ben J. Assaf

Schedule 1

The Railcars:

Twenty (20) 100-ton 4,600 c.f covered hopper cars

Car Count	Car Mark	Car No.
1	FMLX	76007
2	FMLX	76010
3	FMLX	76012
4	FMLX	76030
5	FMLX	76044
6	FMLX	76070
7	FMLX	76075
8	FMLX	76080
9	FMLX	76082
10	FMLX	76118
11	FMLX	76119
12	FMLX	76124
13	FMLX	76130
14	FMLX	76141
15	FMLX	76147
16	FMLX	76148
17	FMLX	76157
18	FMLX	76176
19	FMLX	76216
20	FMLX	76222

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/8/10



Robert W. Alvord